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UNITED STATES DISTRICT COURT
 SOUTHERN DISTRICT OF NEW YORK

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THOIP (A Chorion Limited Company),	:
	:
Plaintiff,	08 Civ. 6823 (SAS)
	:
- against -	ECF Case
	:
THE WALT DISNEY COMPANY, DISNEY	:
CONSUMER PRODUCTS, INC. and DISNEY	:
DESTINATIONS, LLC,	:
	:
Defendants.	:
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**DECLARATION OF AMORY MILLARD IN SUPPORT OF
 PLAINTIFF'S MOTION TO EXCLUDE THE PROPOSED
 EXPERT TESTIMONY OF DR. MYRON J. HELFGOTT**

I, AMORY MILLARD, declare, pursuant to 28 U.S.C § 1746, as follows:

1. I am the Executive Vice President of Creative Services for Chorion in the United States. In this capacity, among other things, I oversee approvals for and placement of merchandise. I have held this position since January, 2009 and have been employed by Chorion since 2005. I have held a supervisory position with respect to Chorion's merchandise licensing programs for the entire time I have been employed by Chorion. From 1997 through 2005, I

owned and managed Silver Lining Productions, which also specialized in children's character merchandising, and which was acquired by Chorion in 2005.

2. I submit this declaration in support of Plaintiff's Motion To Exclude The Proposed Expert Testimony Of Dr. Myron J. Helfgott. I make this Declaration based upon my personal knowledge after review of company records and discussions with other company employees.

3. The Disney shirts featuring "Miss" plus a character attribute (the "Miss Disney Shirts") were offered for sale in many stores that also have sold the THOIP licensed Mr. Men and Little Miss T-shirts (the "THOIP Shirts"). The THOIP Shirts have been sold in hundreds of stores throughout the country including: Bloomingdale's, Vault 28 in Disneyland, Dillards, Hot Topic, Macy's, Nordstrom, Saks Fifth Avenue, Urban Outfitters, Von Maur, JCPenney's and Sears. I have been informed by THOIP's counsel that the Miss Disney Shirts were also offered for sale in all of the aforementioned stores. (See Schwimmer Decl. ¶11).

4. Disney character shirts are generally sold in most of the retailers that have sold the THOIP Shirts, including Walmart and many others. Based upon my many years experience in the children's character merchandising field, including character T-shirts, it is my view that if Disney had not taken the Miss Disney Shirts off the market (or if Disney were to resume selling the Miss Disney Shirts, as it intends to do if allowed by the Court) it is highly likely that the Miss Disney Shirts would be sold alongside other Disney T-shirts at Walmart, Target and other stores, further increasing the number of retail locations selling both lines of T-shirts.

5. Department stores and retailers, including those listed above, rarely merchandise T-shirts individually by brand, unless they are running a special promotion. Usually, multiple

brands are all displayed together on tables and/or walls and Disney and THOIP T-shirts are often displayed side-by-side or in the same section.

6. The photos taken by THOIP's counsel at Walmart of Disney and THOIP Shirts displayed adjacent to one another (See Schwimmer Decl. Ex. 8), represent typical displays at Walmart and other mass-market stores like Target.

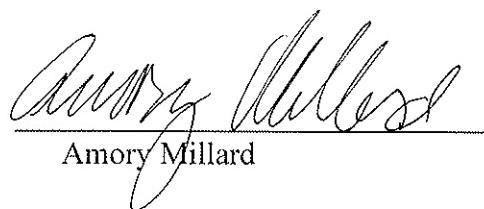
7. I am aware that the Disney shirts featuring "Little Miss" plus a character attribute (the "Little Miss Disney Shirts") were sold at the World of Disney store located at 5th Avenue and 55th Street in New York City. (See Schwimmer Decl. ¶8).

8. The THOIP Shirts have been offered for sale at stores located in close proximity to the New York World of Disney store including at: Gap/ Gap Kids at 5th Avenue and 54th Street; Saks 5th Avenue at 5th Avenue and 50th Street; Lord and Taylor at 5th Avenue and 39th Street; Bloomingdale's at 59th Street and Lexington Avenue; and Urban Outfitters at 59th Street and 3rd Avenue. All of these stores are within close walking distance to the World of Disney store and are likely to be visited in a single New York City shopping trip if someone is looking to buy children's character T-shirts.

9. The THOIP Shirts and the Little Miss Disney Shirts have also been sold within the same theme parks. I understand that the Little Miss Disney Shirts were sold in Disneyland, Epcot and Disney World. (See Schwimmer Decl. ¶8). The THOIP Shirts have also been sold at the Disney theme parks including at the World Showcase in Epcot, the Virgin store in Disney World's Downtown Disney and at the Vault 28 store in Disneyland's Downtown Disney.

10. I declare under penalty of perjury that the foregoing is true and correct.

Dated: October 22, 2009
New York, New York


Amory Millard
Amory Millard